

<i>SERFF Tracking Number:</i>	<i>AGDE-126209637</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>National Union Fire Insurance Company of Pittsburgh, PA</i>	<i>State Tracking Number:</i>	<i>42794</i>
<i>Company Tracking Number:</i>	<i>C36026NUFIC</i>		
<i>TOI:</i>	<i>H07G Group Health - Specified Disease - Limited Benefit</i>	<i>Sub-TOI:</i>	<i>H07G.001 Critical Illness</i>
<i>Product Name:</i>	<i>Specialty Markets</i>		
<i>Project Name/Number:</i>	<i>National Association for the Self Employed/C36026NUFIC</i>		

## Filing at a Glance

Company: National Union Fire Insurance Company of Pittsburgh, PA		
Product Name: Specialty Markets	SERFF Tr Num: AGDE-126209637	State: ArkansasLH
TOI: H07G Group Health - Specified Disease - Limited Benefit	SERFF Status: Closed	State Tr Num: 42794
Sub-TOI: H07G.001 Critical Illness	Co Tr Num: C36026NUFIC	State Status: Approved-Closed
Filing Type: Form	Co Status:	Reviewer(s): Rosalind Minor
	Authors: Mike McGarrity, Darren O'Toole, Wanda Floyd	Disposition Date: 06/30/2009
	Date Submitted: 06/29/2009	Disposition Status: Approved-Closed
Implementation Date Requested: On Approval		Implementation Date:
State Filing Description:		

## General Information

Project Name: National Association for the Self Employed	Status of Filing in Domicile: Not Filed
Project Number: C36026NUFIC	Date Approved in Domicile:
Requested Filing Mode: Review & Approval	Domicile Status Comments: De-regulated in PA
Explanation for Combination/Other:	Market Type: Group
Submission Type: New Submission	Group Market Size: Small
Overall Rate Impact:	Group Market Type: Association
Filing Status Changed: 06/30/2009	Explanation for Other Group Market Type:
	State Status Changed: 06/30/2009
Deemer Date:	Corresponding Filing Tracking Number: C36026NUFIC
Filing Description:	
Re: National Union Fire Insurance Company of Pittsburgh, Pa.	
NAIC # 012-19445, FEIN 25-0687550	
Forms C36026NUFIC approved by your Department on July 31, 2006	

*SERFF Tracking Number:* AGDE-126209637 *State:* Arkansas  
*Filing Company:* National Union Fire Insurance Company of Pittsburgh, PA *State Tracking Number:* 42794  
*Company Tracking Number:* C36026NUFIC  
*TOI:* H07G Group Health - Specified Disease - Limited Benefit *Sub-TOI:* H07G.001 Critical Illness  
*Product Name:* Specialty Markets  
*Project Name/Number:* National Association for the Self Employed/C36026NUFIC

## Request for Association Approval of National Association for the Self Employed

Dear Commissioner

National Union Fire Insurance Company of Pittsburgh, Pa. requests your approval to issue our Group Critical Illness Insurance program C36026NUFIC et al to National Association for the Self Employed, P.O. Box 621067, DFW Airport, Dallas, TX 75261-2067 to insure their members.

In support of this request, enclosed are the by-laws and Articles of Incorporation of the National Association for the Self Employed. Their website is <http://www.nase.org/>. To assist in your review, I'm also attaching an outtake from that website titled How NASE Works.

At this time, we also request your approval to issue other approved Accident & Health products to National Association for the Self-Employed.

Should you have any questions regarding this filing, please feel free to contact me.

## Company and Contact

### Filing Contact Information

Mike McGarrity, Director of Products  
600 King Street  
Wilmington, DE 19801  
mike.mcgarrrity@aig.com  
(800) 225-5244 [Phone]  
(302) 594-4810[FAX]

### Filing Company Information

National Union Fire Insurance Company of Pittsburgh, PA	CoCode: 19445	State of Domicile: Pennsylvania
70 Pine Street	Group Code: 12	Company Type:
New York, NY 10270	Group Name: AIG	State ID Number:
(212) 770-7000 ext. [Phone]	FEIN Number: 25-0687550	

<i>SERFF Tracking Number:</i>	<i>AGDE-126209637</i>	<i>State:</i>	<i>Arkansas</i>
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*SERFF Tracking Number:* AGDE-126209637 *State:* Arkansas  
*Filing Company:* National Union Fire Insurance Company of  
Pittsburgh, PA *State Tracking Number:* 42794  
*Company Tracking Number:* C36026NUFIC  
*TOI:* H07G Group Health - Specified Disease - *Sub-TOI:* H07G.001 Critical Illness  
Limited Benefit  
*Product Name:* Specialty Markets  
*Project Name/Number:* National Association for the Self Employed/C36026NUFIC

## Filing Fees

Fee Required? No  
Retaliatory? No  
Fee Explanation:  
Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
National Union Fire Insurance Company of Pittsburgh, PA	\$0.00	06/29/2009	

*SERFF Tracking Number:* AGDE-126209637 *State:* Arkansas  
*Filing Company:* National Union Fire Insurance Company of  
Pittsburgh, PA *State Tracking Number:* 42794  
*Company Tracking Number:* C36026NUFIC  
*TOI:* H07G Group Health - Specified Disease - *Sub-TOI:* H07G.001 Critical Illness  
Limited Benefit  
*Product Name:* Specialty Markets  
*Project Name/Number:* National Association for the Self Employed/C36026NUFIC

## Correspondence Summary

### Dispositions

<b>Status</b>	<b>Created By</b>	<b>Created On</b>	<b>Date Submitted</b>
Approved-Closed	Rosalind Minor	06/30/2009	06/30/2009

<i>SERFF Tracking Number:</i>	<i>AGDE-126209637</i>	<i>State:</i>	<i>Arkansas</i>
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<i>Product Name:</i>	<i>Specialty Markets</i>		
<i>Project Name/Number:</i>	<i>National Association for the Self Employed/C36026NUFIC</i>		

## **Disposition**

Disposition Date: 06/30/2009

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: AGDE-126209637 State: Arkansas

Filing Company: National Union Fire Insurance Company of Pittsburgh, PA State Tracking Number: 42794

Company Tracking Number: C36026NUFIC

TOI: H07G Group Health - Specified Disease - Limited Benefit Sub-TOI: H07G.001 Critical Illness

Product Name: Specialty Markets

Project Name/Number: National Association for the Self Employed/C36026NUFIC

Item Type	Item Name	Item Status	Public Access
Supporting Document	Flesch Certification	Approved-Closed	Yes
Supporting Document	Application	Approved-Closed	Yes
Supporting Document	Articles and By-Laws	Approved-Closed	Yes
Supporting Document	Website Outtake - How NASE Works	Approved-Closed	Yes
Supporting Document	Filing Letter	Approved-Closed	Yes

<i>SERFF Tracking Number:</i>	<i>AGDE-126209637</i>	<i>State:</i>	<i>Arkansas</i>
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## **Rate Information**

Rate data does NOT apply to filing.



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## Supporting Document Schedules

<b>Bypassed -Name:</b>	Flesch Certification	<b>Review Status:</b>	Approved-Closed	06/30/2009
<b>Bypass Reason:</b>	N/A - Not a product filing			
<b>Comments:</b>				

<b>Bypassed -Name:</b>	Application	<b>Review Status:</b>	Approved-Closed	06/30/2009
<b>Bypass Reason:</b>	N/A - Not a policy filing			
<b>Comments:</b>				

<b>Satisfied -Name:</b>	Articles and By-Laws	<b>Review Status:</b>	Approved-Closed	06/30/2009
<b>Comments:</b>				
<b>Attachments:</b>				
	NASE Articles of Incorporation.pdf			
	NASE By-Laws.pdf			

<b>Satisfied -Name:</b>	Website Outtake - How NASE Works	<b>Review Status:</b>	Approved-Closed	06/30/2009
<b>Comments:</b>				
<b>Attachment:</b>				
	How NASE Works.pdf			

<b>Satisfied -Name:</b>	Filing Letter	<b>Review Status:</b>	Approved-Closed	06/30/2009
<b>Comments:</b>				
<b>Attachment:</b>				
	Filing Letter.pdf			

Form 414  
(Revised 01/06)

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
**Filing Fee: See instructions**



This space reserved for office use.

## Restated Certificate of Formation With New Amendments

### Entity Information

The name of the filing entity is:

National Association for the Self-Employed, Inc.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- |   |   |
|---|---|
| <input type="checkbox"/> For-profit Corporation           | <input type="checkbox"/> Professional Corporation               |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association          | <input type="checkbox"/> Professional Association               |
| <input type="checkbox"/> Limited Liability Company        | <input type="checkbox"/> Limited Partnership                    |

The file number issued to the filing entity by the secretary of state is: 0055213101

The date of formation of the filing entity is: March 3, 1981

### Amendments to Certificate of Formation

This restated certificate of formation makes new amendments to the certificate of formation. Provided below is an identification by reference or description of each added, altered, or deleted provision.

### Identification of New Amendments

- (Indicate the changes that have been made by checking the appropriate box or boxes.)
- ☐ The entity name has been amended.
  - ☒ The registered agent name or registered office address has changed.
  - ☐ The purpose of the entity has been amended.
  - ☐ The period of duration of the entity has been amended.
  - ☐ A general partner has withdrawn or been admitted to the limited partnership.

### Identification of New Amendments (continued)

(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

☒ **Other changes.** The certificate of formation has been amended as follows:

☐ **Add** Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.

☒ **Alter** The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

Article Six is altered to correct the zip code of the registered office and agent.

Article Seven is amended to remove "Voting by members shall be cast only in person at a meeting of the members and no voting by proxies shall be recognized at such meeting" and in its place add the sentence "Voting by the members shall be prescribed by the Bylaws of the Association."

Article Eight is amended to list current board members.

☐ **Delete** Each of the provisions identified below are deleted from the certificate of formation.

### Statement of Approval

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the certificate of formation and the restated certificate of formation have been approved in the manner required by the Code and by the governing documents of the entity.

### Required Statements

The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the restated certificate of formation. The attached restated certificate of formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

**Effectiveness of Filing** (Select either A, B, or C.)

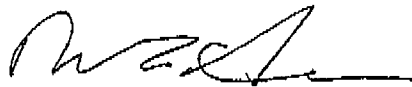
- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below: \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date:

3/21/07



Robert E Hughes, President

Signature and title of authorized person(s) (see instructions)

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

Restated Certificate of Formation of  
National Association for the Self-Employed, Inc.

ARTICLE ONE

INC. The name of the corporation is: NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED,

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for the charitable and educational purposes in connection with the following:

1. To inform and educate American citizens on matters relating to the concerns and needs of self-employed individuals;
2. To inform and educate self-employed individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations;
3. To act as a clearing house and information center for matters relating to the concerns and needs of self-employed individuals;
4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of self-employed individuals;
5. To prepare educational materials and conduct educational activities in support of the general purposes of this corporation;
6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this corporation;
7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities;
8. To establish in the main office of this corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this corporation;
9. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustees under any trust whose objects are related to the principle objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

- (f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of and performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation;

provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

#### ARTICLE FIVE

This is a non-profit corporation, the management and control of which shall be vested in its Board of Directors except as provided in Article Seven hereof and in the by-laws of the corporation. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors except as provided therein. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Texas or the Articles of Incorporation.

#### ARTICLE SIX

The street address of the registered office of the corporation is 1235 S. Main Street, Suite 100, Grapevine Texas 76051 and the registered agent is R Michael Beene.

#### ARTICLE SEVEN

The following provisions are inserted for the regulation of the internal affairs of the corporation.

1. The corporation shall be a membership organization and shall have such classes of members as may be provided in the by-laws of the corporation. The by-laws shall prescribe qualifications for each of the classes of members (including dues, if any, to be paid by the members of any such class) as may be necessary or appropriate for effecting the purposes of this corporation. Members shall not be personally liable for the debts, liabilities, or obligations of the corporation.
2. Meetings of the members of the corporation shall be held at such place, either within or without the State of Texas, as may be provided in the by-laws of the corporation. Notice of meetings stating the place, time, and purpose or purposes for which the meeting is called shall be delivered not less than 40 days nor more than 50 days before the date of the meeting. An annual meeting of the members of the corporation shall be held at such time as may be provided in the by-laws. Special meetings of the members of the corporation may be called by the president or the Board of Directors of the corporation or by members of the corporation having not less than 100 of the votes entitled to be cast at such meeting.
3. Each member of the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members of the corporation. Voting by the members shall be prescribed by the by-laws of the Association. The Board of Directors of the corporation shall be elected by the members of the corporation at the annual meeting or at a special meeting of the members of the corporation, except in the case of a vacancy on the Board of Directors caused by the removal, death or resignation of a director. In such case, such vacancy shall be filled in the manner prescribed in the by-laws of the corporation. In addition to the election of

- directors, there shall be submitted to the members of the corporation for a vote of and approval by such members any proposed amendment to the Articles of Incorporation, any matter required to be voted upon by the members of the corporation under the by-laws of the corporation, and any matter as to which the Board of Directors of the corporation determines a vote of the members of the corporation is necessary or appropriate.
4. The corporation shall indemnify its officers and directors and its former officers and directors to the fullest extent permitted under the laws of the State of Texas. The corporation may indemnify its other employees and agents and its former employees and agents to the extent permitted under the laws of the State of Texas.

#### ARTICLE EIGHT

The number of directors of the corporation is currently eight and the names and addresses are:

<b>Robert E Hughes</b>	1235 S Main Street Suite 100 Grapevine, TX 76051
<b>James Hambuchen</b>	724 Second Street Conway, AR 72032
<b>Charles Montgomery</b>	23 Fairway Drive PO Box 129 Burneyville, OK 73430
<b>John Wright</b>	2006 Forest Hill Road Grapevine, TX 76051
<b>David Alders</b>	8740 FM 226 Nacogdoches, TX 75961
<b>Shonda Parker</b>	456 Hwy 837 Calhoun, LA 71225
<b>R Michael Beene</b>	1235 S Main St., Ste. 100 Grapevine, TX 76051
<b>John V Crowder, MD</b>	160 Green Valley Rd, Ste 202 Freedom, CA 95019

Dated: March 22, 2007

National Association for the  
Self-Employed, Inc.

By: [Signature]  
President

STATE OF TEXAS

COUNTY OF TARRANT

Before me, a notary public, on this day personally appeared  
Robert E Hughes, known to me to be the person whose name is  
subscribed to the foregoing documents and, being by me first duly sworn, declared that the  
statements herein contained are true and correct.

Given under my hand and seal of office this 22 day of March, 2007.

[Signature]  
Notary Public in and for the  
State of Texas

My commission expires: 4-12-2008







# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.  
Restated Articles of Incorporation

September 16, 1985

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

25th day of February, A. D. 19 87

*Carl M. Reins* dh

Secretary of State



00029200162

NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.

RESTATED ARTICLES OF INCORPORATION

FILED  
in the Office of the  
Secretary of State of Texas

SEP 16 1985

ARTICLE ONE

National Association for the Self-Employed, Inc., hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:  
Article Five of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE FIVE

This is a non-profit corporation, the management and control of which shall be vested in its Board of Directors except as provided in Article Seven hereof and in the by-laws of the corporation. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors except as provided therein. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Texas or the Articles of Incorporation.

Article Seven of the Articles of Incorporation is hereby added to read as follows:

ARTICLE SEVEN

The following provisions are inserted for the regulation of the internal affairs of the corporation.

1. The corporation shall be a membership organization and shall have such classes of members as may be provided in the by-laws of the corporation. The by-laws shall prescribe qualifications for each of the classes of members (including dues, if any, to be paid by the members of any such class) as may be necessary or appropriate for effecting the purposes of this corporation. Members shall not be personally liable for the debts, liabilities, or obligations of the corporation.

2. Meetings of the members of the corporation shall be held at such place, either within or without the State of Texas, as may be provided in the by-laws of the corporation. Notice of meetings stating the place, time, and purpose or purposes for which the meeting is called shall be delivered not less than 40 days nor more than 50 days before the date of the meeting. An annual meeting

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of the members of the corporation shall be held at such time as may be called by the president or the Board of Directors of the corporation or by members of the corporation having not less than 100 of the votes entitled to be cast at such meeting.

3. Each member of the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members of the corporation. Voting by members shall be cast only in person at a meeting of the members and no voting by proxies shall be recognized at such meeting. The Board of Directors of the corporation shall be elected by the members of the corporation at the annual meeting or at a special meeting of the members of the corporation, except in the case of a vacancy on the Board of Directors caused by the removal, death or resignation of a director. In such case, such vacancy shall be filled in the manner prescribed in the by-laws of the corporation. In addition to the election of directors, there shall be submitted to the members of the corporation for a vote of and approval by such members any proposed amendment to the Articles of Incorporation, any matter required to be voted upon by the members of the corporation under the by-laws of the corporation, and any matter as to which the Board of Directors of the corporation determines a vote of the members of the corporation is necessary or appropriate.

4. The corporation shall indemnify its officers and directors and its former officers and directors to the fullest extent permitted under the laws of the State of Texas. The corporation may indemnify its other employees and agents and its former employees and agents to the extent permitted under the laws of the State of Texas.

ARTICLE THREE

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation were duly adopted in the following manner:

The Restated Articles of Incorporation as so amended were adopted at a meeting of the Board of Directors held on August 23, 1985, and received the vote of a majority of the directors in office, and were adopted by consent in writing by all members entitled to vote.

ARTICLE FOUR

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

00029200164

NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.

RESTATED ARTICLES OF INCORPORATION

ARTICLE ONE

The name of the corporation is: NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for the charitable and educational purposes in connection with the following:

1. To inform and educate American citizens on matters relating to the concerns and needs of self-employed individuals;
  2. To inform and educate self-employed individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations;
  3. To act as a clearing house and information center for matters relating to the concerns and needs of self-employed individuals;
  4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of self-employed individuals;
  5. To prepare educational materials and conduct educational activities in support of the general purposes of this corporation;
  6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this corporation;
  7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities;
  8. To establish in the main office of this corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this corporation;
  9. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.
- In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall also have the power to:
- (a) sue and be sued;
  - (b) make contracts;

00029200165

(c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(d) act as trustee under any trust whose objects are related to the principle objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;

(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

(f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of and performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation;

provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

#### ARTICLE FIVE

This is a non-profit corporation, the management and control of which shall be vested in its Board of Directors except as provided in Article Seven hereof and in the by-laws of the corporation. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors except as provided therein. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Texas or the Articles of Incorporation.

#### ARTICLE SIX

The street address of the registered office of the corporation is Republic National Bank Building, Dallas, Texas 75201, and the name of its registered agent at such address is CT CORPORATION.

#### ARTICLE SEVEN

The following provisions are inserted for the regulation of the internal affairs of the corporation.

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1. The corporation shall be a membership organization and shall have such classes of members as may be provided in the by-laws of the corporation. The by-laws shall prescribe qualifications for each of the classes of members (including dues, if any, to be paid by the members of any such class) as may be necessary or appropriate for effecting the purposes of this corporation. Members shall not be personally liable for the debts, liabilities, or obligations of the corporation.

2. Meetings of the members of the corporation shall be held at such place, either within or without the State of Texas, as may be provided in the by-laws of the corporation. Notice of meetings stating the place, time, and purpose or purposes for which the meeting is called shall be delivered not less than 40 days nor more than 50 days before the date of the meeting. An annual meeting of the members of the corporation shall be held at such time as may be provided in the by-laws. Special meetings of the members of the corporation may be called by the president or the Board of Directors of the corporation or by members of the corporation having not less than 100 of the votes entitled to be cast at such meeting.

3. Each member of the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members of the corporation. Voting by members shall be cast only in person at a meeting of the members and no voting by proxies shall be recognized at such meeting. The Board of Directors of the corporation shall be elected by the members of the corporation at the annual meeting or at a special meeting of the members of the corporation, except in the case of a vacancy on the Board of Directors caused by the removal, death or resignation of a director. In such case, such vacancy shall be filled in the manner prescribed in the by-laws of the corporation. In addition to the election of directors, there shall be submitted to the members of the corporation for a vote of and approval by such members any proposed amendment to the Articles of Incorporation, any matter required to be voted upon by the members of the corporation under the by-laws of the corporation, and any matter as to which the Board of Directors of the corporation determines a vote of the members of the corporation is necessary or appropriate.

4. The corporation shall indemnify its officers and directors and its former officers and directors to the fullest extent permitted under the laws of the State of Texas. The corporation may indemnify its other employees and agents and its former employees and agents to the extent permitted under the laws of the State of Texas.

#### ARTICLE EIGHT

The number of directors of the Board of Directors of the corporation is three and the names and addresses are:

1. Mr. Doug Albers  
Albers Medical Pharmacy  
4400 Broadway  
Kansas City, MO 64111

2. Mr. Ken Albert  
119 Richard Court  
Aptos, CA 95003

3. Mr. Kent Millington  
Air Equipment, Inc.  
825 Southway Circle  
Port Worth, TX 76113

Dated: 9/12/85, 1985

NATIONAL ASSOCIATION FOR THE  
SELF-EMPLOYED, INC.

By: William R. Wither  
President  
Gay L. L.  
Secretary

STATE OF TEXAS  
COUNTY OF TARRANT

Before me, a notary public, on this day personally appeared  
is subscribed to the foregoing, known to me to be the person whose name  
sworn, declared that the statements therein contained are true and  
correct.

Given under my hand and seal of office this 12 day of  
September, 1985.

Deborah V. Plonetti  
Notary Public in and for the  
State of Texas

My commission expires: 6/86

RESTATED ARTICLES OF INCORPORATION

FILED  
In the Office of the  
Secretary of State of Texas  
MAR 3 1983  
Clark H G  
Corporations Section

ARTICLE ONE

National Association for the Self-Employed, Inc., pursuant to the provisions of Article 4.06 of the Texas Non-Profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes in connection with the following:

1. To inform and educate American citizens on matters relating to the concerns and needs of self-employed individuals;
2. To inform and educate self-employed individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations;
3. To act as a clearing house and information center for matters relating to the concerns and needs of self-employed individuals;

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(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

(f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of and performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation;

provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

In the event of the dissolution of this corporation, the assets thereof shall not inure to the benefit of any individual, whether trustee, officer or member of this corporation, but upon any such dissolution the assets of this corporation shall only be transferred to the Leukemia Society of America, Inc., a non-profit corporation with principal place of business at 800 Second Avenue, New York, New York 10017.

#### ARTICLE THREE

The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on January 3, 1983, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

#### ARTICLE FOUR

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation were duly adopted in the following manner:

4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of self-employed individuals;

5. To prepare educational materials and conduct educational activities in support of the general purposes of this corporation;

6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this corporation;

7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities;

8. To establish in the main office of this corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this corporation;

9. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall also have the power to:

(a) sue and be sued;

(b) make contracts;

(c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(d) act as trustee under any trust whose objects are related to the principal objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;

The Restated Articles of Incorporation as so amended were adopted at a meeting of the Board of Directors held on January 3, 1983, and received the vote of a majority of the directors in office, there being no members having voting rights.

#### ARTICLE FIVE

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

RESTATED ARTICLES INCORPORATION

ARTICLE ONE

The name of the corporation is: NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes in connection with the following:

1. To inform and educate American citizens on matters relating to the concerns and needs of self-employed individuals;
2. To inform and educate self-employed individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations;
3. To act as a clearing house and information center for matters relating to the concerns and needs of self-employed individuals;
4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of self-employed individuals;
5. To prepare educational materials and conduct educational activities in support of the general purposes of this corporation;

6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this corporation;

7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities;

8. To establish in the main office of this corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this corporation;

9. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall also have the power to:

(a) sue and be sued;

(b) make contracts;

(c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(d) act as trustee under any trust whose objects are related to the principal objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;

(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

(f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of and performance of its obligations; and

8. To establish in the main office of this corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this corporation;

9. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall also have the power to:

(a) sue and be sued;

(b) make contracts;

(c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(d) act as trustee under any trust whose objects are related to the principle objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;

(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

(f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of and performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation;

provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

DATED: March 2, 1983.

National Association for the Self-  
Employed, Inc.

By: J. E. Rozzell  
President J. E. Rozzell

Kandy Loggins  
Secretary Kandy Loggins

STATE OF TEXAS

COUNTY OF TARRANT

Before me, a notary public, on this day personally  
appeared J. E. Rozzell and Kandy Loggins known to me to be  
the person whose name is subscribed to the foregoing  
document and, being by me first duly sworn, declared  
that the statements therein contained are true and  
correct.

Given under my hand and seal of office this 2nd  
day of March, 1983.

Rhonda L. Carver  
Notary Public in and for the State  
of Texas Rhonda L. Carver

My Commission expires:

2-7-87

RESTATED ARTICLES OF INCORPORATION

FILED  
by the State of Texas  
Secretary of State of Texas

JUL 22 1981

ARTICLE ONE

CLERK U.S.  
Corporation Division

National Association for the Self-Employed, Inc., pursuant to the provisions of Article 4.06 of the Texas Non-Profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

ARTICLE THREE. The purpose for which the Association is organized is to organize and maintain an Association of businessmen to promote small American business in the free enterprise system; and to exercise all the powers granted to non-profit corporation of the State of Texas by the Non-Profit Corporation Act; and to carry on all activities and operations reasonably necessary or convenient to accomplish any and all of the foregoing purposes.

To produce, acquire, distribute, buy, sell, lease and trade or deal in and with personal property, real property, and services, subject to Part Four of the Texas Miscellaneous Laws Act.

The Articles of Incorporation are hereby amended by deleting therefrom Article Six which reads as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States



Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law).

The Articles of Incorporation are hereby amended by deleting therefrom Article Seven which reads as follows:

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(8) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE THREE

The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on July 6, 1981, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

#### ARTICLE FOUR

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation were duly adopted in the following manner:

The Restated Articles of Incorporation as so amended were adopted at a meeting of the Board of Directors held on July 6, 1981, and received the vote of a majority of the directors in office, there being no members having voting rights.

#### ARTICLE FIVE

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

## RESTATED ARTICLES INCORPORATION

### ARTICLE ONE

The name of the corporation is: NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.

### ARTICLE TWO

The corporation is a non-profit corporation.

### ARTICLE THREE

The period of its duration is perpetual.

### ARTICLE FOUR

The purposes for which the Association is organized are to organize and maintain an Association of businessmen to promoting small American business in the free enterprises system; and to exercise all the powers granted to non-profit corporation of the State of Texas by the Non-Profit Corporation Act; and to carry on all activities and operations reasonably necessary or convenient to accomplish any and all of the foregoing purposes.

To produce, acquire, distribute, buy, sell, lease and trade or deal in and with personal property, real property, and survive, subject to Part Four of the Texas Miscellaneous Laws Act.

### ARTICLE FIVE

This is a non-profit corporation without control by membership, the management and control of which shall be vested in its Board of Directors. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Texas or the Articles of Incorporation.

### ARTICLE SIX

The street address of the registered office of the corporation is 5151 Beltline Road, Suite 820, Dallas, Texas 75240, and the name of its registered agent at such address is Raymond B. McCoy.

DATED July 6, 1981.

National Association for the Self-Employed, Inc.

BY: [Signature]  
President

S. L. Littleington  
Secretary

STATE OF TEXAS

COUNTY OF DALLAS

Before me, a notary public, on this day personally appeared John Johnson, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 6 day of July, 1981.

[Signature]  
Notary Public in and for  
Dallas County, Texas

My Commission expires

7-16-84

MAR 03 1981

ARTICLES OF INCORPORATION

CLERK LA  
Corporation Division

ARTICLE ONE

The name of the corporation is: NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are to organize and maintain an association for the payment of life, sick, accident, or other benefits to the members of such association or their dependents or designated beneficiaries; to exercise all the powers granted to non-profit corporations of the State of Texas by the Non-Profit Corporation Act; and to carry on all activities and operations reasonably necessary or convenient to accomplish any and all of the foregoing purposes.

To produce, acquire, distribute, buy, sell, lease and trade or deal in and with personal property, real property and services, subject to Part Four of the Texas Miscellaneous Laws Act.

ARTICLE FIVE

This is a non-profit corporation without control by membership, the management and control of which shall be vested in its Board of Directors. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Texas or the Articles of Incorporation.

ARTICLE SIX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not

carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE SEVEN

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE EIGHT

The street address of the initial registered office of the corporation is 3621 McKinney, #209, Dallas, Texas 75204, and the name of its initial registered agent at such address is Keith Wood.

#### ARTICLE NINE

The number of Directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

R. Y. Titterington  
714 Citizens Bank Center  
Richardson, Texas 75080

Keith Wood  
3621 McKinney, #209  
Dallas, Texas 75204

Raymond B. McCoy  
5151 Belt Line Road, Suite 820  
Dallas, Texas 75240

#### ARTICLE TEN

The name and street address of each incorporator is:

R. Y. Titterington  
714 Citizens Bank Center  
Richardson, Texas 75080

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

In the event of the dissolution of this corporation, the assets thereof shall not inure to the benefits of any individual, whether trustee, officer or member of this corporation, but upon any such dissolution the assets of this corporation shall only be transferred to the Leukemia Society of America, Inc., a non-profit corporation with principal place of business at 800 Second Avenue, New York, New York 10017.

#### ARTICLE FIVE


This is a non-profit corporation without control by membership, the management and control of which shall be vested in its Board of Directors. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Texas or the Articles of Incorporation.

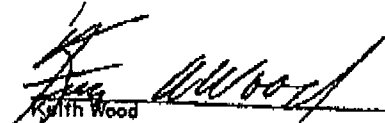
#### ARTICLE SIX

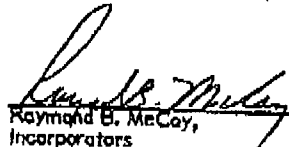
The street address of the registered office of the corporation is Republic National Bank Building, Dallas, Texas 75201, and the name of its registered agent at such address is CT CORPORATION.

Keith Wood  
3621 McKinney, #209  
Dallas, Texas 75204

Raymond B. McCoy  
5151 Belt Line Road, Suite 820  
Dallas, Texas 75240

  
R. Y. Titterington

  
Keith Wood

  
Raymond B. McCoy,  
Incorporators

STATE OF TEXAS

COUNTY OF DALLAS

BEFORE ME, a Notary Public, on this day personally appeared R. Y. Titterington, Keith Wood and Raymond B. McCoy known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 25 day of February, 1981.

  
Notary Public, in and for  
Dallas County, Texas

My Commission expires:

7-16-84

RESTATED ARTICLES OF INCORPORATION

FILED  
In the Office of the  
Secretary of State of Texas

APR 08 1983

ARTICLE ONE

Clerk II U  
Corporations Section

National Association for the Self-Employed, Inc., pursuant to the provisions of Article 4.06 of the Texas Non-Profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

The specific and primary purposes for which the corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes in connection with the following:

1. To inform and educate American citizens on matters relating to the concerns and needs of self-employed individuals;
2. To inform and educate self-employed individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations;
3. To act as a clearing house and information center for matters relating to the concerns and needs of self-employed individuals;
4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of self-employed individuals;
5. To prepare educational materials and conduct educational activities in support of the general purposes of this corporation;
6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this corporation;
7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities;

RTM:JY



8. To establish in the main office of this corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this corporation;

9. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall also have the power to:

(a) sue and be sued;

(b) make contracts;

(c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(d) act as trustee under any trust whose objects are related to the principal objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;

(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

(f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of and performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation;

provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

#### ARTICLE THREE

The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on January 3, 1983, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

#### ARTICLE FOUR

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation were duly adopted in the following manner:

The Restated Articles of Incorporation as so amended were adopted at a meeting of the Board of Directors held on January 3, 1983, and received the vote of a majority of the directors in office, there being no members having voting rights.

#### ARTICLE FIVE

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

## RESTATED ARTICLES INCORPORATION

### ARTICLE ONE

The name of the corporation is: NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.

### ARTICLE TWO

The corporation is a non-profit corporation.

### ARTICLE THREE

The period of its duration is perpetual.

### ARTICLE FOUR

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes in connection with the following:

1. To inform and educate American citizens on matters relating to the concerns and needs of self-employed individuals;
2. To inform and educate self-employed individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations;
3. To act as a clearing house and information center for matters relating to the concerns and needs of self-employed individuals;
4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of self-employed individuals;
5. To prepare educational materials and conduct educational activities in support of the general purposes of this corporation;

6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this corporation;

7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities;

8. To establish in the main office of this corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this corporation;

9. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall also have the power to:

(a) sue and be sued;

(b) make contracts;

(c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(d) act as trustee under any trust whose objects are related to the principle objects of this corporation, and to receive, hold, administer and expend funds and property subject to such trust;

(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

(f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of and performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

#### ARTICLE FIVE

This is a non-profit corporation without control by membership, the management and control of which shall be vested in its Board of Directors. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Texas or the Articles of Incorporation.

ARTICLE SIX

The street address of the registered office of the corporation is Republic National Bank Building, Dallas Texas 75201, and the name of its registered agent at such address is CT CORPORATION.

DATED: 3-23-83, 1983

National Association for the Self-Employed, Inc.

By J. E. Longell  
President  
Randy Rogers  
Secretary

STATE OF TEXAS

COUNTY OF TARRANT

Before me, a notary public, on this day personally appeared TE. REEVE & Randy Rogers, known to me to be the person whose name is subscribed to the foregoing document and, being first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 23 day of March, 1983.

Shirley L. Carter  
Notary Public in and for the State  
of Texas

My Commission expires:

2-7-87

RESTATED BYLAWS  
OF  
THE NATIONAL ASSOCIATION FOR THE SELF-EMPLOYED, INC.

ARTICLE I  
NAME, AUTHORITY AND PURPOSE

Section 1. The name of the corporation is the National Association for the Self-Employed, Inc. (the "Corporation"). The Corporation shall be a membership non-profit corporation organized under, and subject to, the Texas Non-Profit Corporation Act. The Corporation shall exercise such powers, and shall carry out such purposes as are provided under such act and the Corporation's Articles of Incorporation.

ARTICLE II  
OFFICES

Section 1. The registered office of the Corporation is Capital Center, 1235 South Main Street, Suite 100, Grapevine, Texas 76051, and the name of its registered agent is Michael Beene. The Corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III  
MEMBERSHIP

Section 1. Class. The Corporation shall have such classes of membership as directed by the Board of Directors as necessary and appropriate to effect the purposes of this Corporation. Membership shall consist of persons who are interested in and supportive of the purposes for which the Corporation was organized. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Applicants for membership shall be admitted at the discretion of the Board of Directors (or its delegate from time to time). The Board of Directors shall have absolute discretion to determine whether an applicant for membership has the requisites for membership; a determined lack thereof shall be grounds for rejection of the application for membership. The Board of Directors may from time to time establish by resolution additional qualifications required for membership as it determines necessary or appropriate to effect the purposes of this Corporation. Neither the Board of Directors nor a committee designated by the Board may

approve admission to membership of an applicant who does not meet the membership qualifications then in effect

Section 2. Membership Cards. The Corporation shall issue to its members Membership Cards in such form and of such design as the Board of Directors may from time to time prescribe. The name and address of each member and the effective date of membership shall be entered on the records of the Corporation. If any membership card shall become lost, mutilated, or destroyed, a new card may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 3. Admission Fees and Dues. The Board of Directors shall have power and authority to establish and collect admission fees for the admission of members and to levy and collect annual dues, said fees and dues to be in such amounts and payable in such manner as may be determined from time to time by the Board of Directors.

Section 4. Rights Not Transferable. All rights, benefits and privileges conferred upon a member herein shall cease upon the termination of such member's membership in the Corporation. A member may not voluntarily or involuntarily transfer his membership, or any right arising there from.

Section 5. Termination of Memberships. Memberships may be canceled (upon reasonable notice thereof) and all rights of members there under shall terminate upon the determination by the Board of Directors (or its delegate) that any of the following has occurred:

- (a) The death (or in the case of a member which is not a natural person, the dissolution) of the member holding such membership provided, however, that the surviving spouse of the deceased member shall be eligible to apply for membership if such surviving spouse meets the membership qualifications then in effect;
- (b) The voluntary withdrawal of such member from this Corporation;
- (c) The failure of such member to renew said membership upon the expiration thereof;
- (d) the failure of such member to pay the amount of dues and fees as fixed from time to time by the Board of Directors;
- (e) The failure of the member to satisfy the qualification requirements for



membership (whether or not such qualification requirements were in effect at the time such person became a member).

The determination of the Board of Directors shall be conclusive. No member so terminated shall be entitled to any refund of fees or dues on account of such termination.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Time and Place of Meetings. All meetings of the members for the election of Directors or for any other purpose shall be held at such time and place, within or without the State of Texas, as shall be designated by the Board of Directors.

Section 2; Annual Meetings. An annual meeting of members shall be held for the purpose of electing Directors and transacting such other business as may be properly brought before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Chairman at the direction of a majority (2/3rds) of the Board of Directors, or at the request in writing of members representing at least 100 votes entitled to be cast at such meeting.

Section 4. Notice of Meetings. Written notice of each meeting of the members stating the place, date and time of the meeting shall be delivered not less than 40 nor more than 50 days before the date of the meeting, to each member entitled to vote at such meeting. The notice of any meeting of members shall state the purpose or purposes for which the meeting is called and include a proxy when needed. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation with postage thereon paid.

Section 5. Quorum. Members representing at least 100 votes entitled to be cast at such meeting shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law. If a quorum is not present the members present at such meeting shall have the power, by the affirmative vote of a majority of such present members to adjourn the meeting to another time and/or place, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted

at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date (defined in Section 6 of this Article IV) is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 6. Voting. At all meetings of the members, each member of record shall be entitled to one vote. A "member of record" is a person who is a member of the Corporation as of the close of business on a date, selected by the Board of Directors, not less than 40 days nor more than 50 days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the majority of members present shall decide any questions brought before such meeting, unless the question is one upon which, by express provision of Law or of the Corporation's Articles of Incorporation, a different vote is required; in which case such express provision shall govern and control the decision of such question.

Section 7. Voting By Proxy. Voting by members shall be cast only in person at a meeting of the members and no voting by proxies shall be recognized at such meeting.

Section 8. Matters Reserved to Membership Vote.

(a) The following matters shall be authorized only upon a vote thereon by the members at a meeting called to consider such matter:

(1) An amendment to the Corporation's Articles of Incorporation;

(2) Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

(b) Except as provided under the Texas Non-Profit Corporation Act, a majority of the votes cast at a meeting on any matter shall control the disposition of such matter.

## ARTICLE V DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed and controlled by or under the direction of a Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law nor by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

Section 2. Number, Election, Tenure and Qualification. The Board of Directors shall consist of at least five (5) *and* not more than nine (9) Directors. The number of Directors shall be determined by resolution of the Board of Directors within the parameters set forth in the preceding sentence. The parameters for the number of Directors may be changed from time to time by resolution of the Board of Directors amending this Section 2 of Article V. The Board of Directors of the Corporation shall be divided into three classes which shall be as nearly equal in number as is possible. At the first election of Directors to such classified Board of Directors, each Class I Director shall be elected to serve until the next ensuing annual meeting of members, each Class II Director shall be elected to serve until the second ensuing annual meeting of members and each Class III Director shall be elected to serve until the third ensuing annual meeting of members. At each annual meeting of members following the adoption of this Section 2, the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected to serve until the third ensuing annual meeting of members. The Directors shall be elected at the annual meeting of the members, except as provided in Section 3 of this Article, and each Director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be members or representatives of members which are not natural persons. Representatives of members may include officers and employees of an employer member.

Section 3. Vacancies. Vacancies created by the death, resignation, or removal of a Director may be filled by a majority of the Directors then in office though less than a quorum, and each Director so chosen shall hold office for the remainder of the directors term being replaced or until death, resignation, or removal. A Director may be removed at any time, with or without cause, by a vote of a majority of the remaining Directors. If there are no Directors in office, then an election of Directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 4. Place of Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the State of Texas.

Section 5. Regular Meetings. The Board of Directors shall hold a regular meeting, to be known as the annual meeting, immediately following each annual meeting of the members. Other regular meetings of the Board of Directors shall be held at such time and at such place as shall from time to time be determined by the Board. No notice of regular meetings need be given.

Section 6. Special Meetings. Special meetings of the Board may be called by the President. Special meetings shall be called by the Secretary on the written request of any Director. No notice of special meetings need be given.

Section 7. Quorum. At all meetings of the Board a majority of the total number of Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Organization. The Chairman of the Board, if elected, shall act as chairman at all meetings of the Board of Directors. If a Chairman of the Board is not elected or, if elected, is not present, the President or, in the absence of the President, a Director chosen by a majority of the Directors present, shall act as chairman at meetings of the Board of Directors.

Section 9. Committees. The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate one or more committees, each such committee to consist of one or more Directors. Except as expressly limited by the Non-Profit Corporation Act of the State of Texas or the Articles of Incorporation, any such committee shall have and may exercise such powers as the Board of Directors may determine and specify in the resolution adopted by a majority of the whole Board. The Board may also designate one or more additional Directors as alternate members of any such committee and at any time may change the membership of any committee or amend or rescind the resolution designating the committee. In the absence of disqualification of a member or alternate member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member, provided that the Director so appointed meets any qualifications stated in the resolution designating the committee. Each committee shall keep a record of proceedings and report the same to the Board of Directors to such extent and in such manner as the Board of Directors may require. Unless otherwise provided in the resolution designating a committee, a majority of all of the members of any such committee may select its chairman, fix its rules of procedure, fix the time and place of its meetings and specify what notice of meetings, if any, shall be given.

Section 10. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 11. Attendance by Telephone. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Compensation. The Board of Directors shall have the authority to fix the compensation of Directors, which also may include their expense, if any, of attendance at each meeting of the Board of Directors or of a committee.

## ARTICLE VI OFFICERS

Section 1. Enumeration. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary, and a Treasurer. The Board of Directors may also elect a Chairman of the Board, one or more Vice Chairmen, one or more Vice Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such other officers and agents as it shall deem appropriate. Any number of offices may be held by the same person.

Section 2. Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors and shall hold office until their successors are elected and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the Board of Directors. Any vacancy occurring in any office of the Corporation required by the Articles of Incorporation or the By Laws shall be filled by the Board of Directors.

Section 3. Chairman of the Board. The Chairman of the Board, when elected, shall preside at meetings of members, and shall have such other functions, authority and duties as may be prescribed by the Board of Directors. If, however, the Chairman is not a member or representative of a member which is not a natural person, but is so elected solely by being an officer of the Corporation, the Chairman shall serve as an ex officio Director without voting powers.

Section 4. President. During any period when there shall be an office of Chairman of the Board, the President shall be the Chief Executive Officer of the Corporation and shall have such functions, authority and duties as may be prescribed by the Board of Directors or the Chairman of the Board.

Section 5. Vice President The Vice President shall perform such duties and have such other powers as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President.

Section 6. Secretary. The Secretary shall keep a record of all proceedings of the members of the Corporation and of the Board of Directors, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice, if any, of all meetings of the members and shall perform such other duties as may be prescribed by the Board of Directors, the Chairman of the Board or the President. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or in the absence of the Secretary any Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or any Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest such affixing of the seal.

Section 7. Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Director (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board, the President, or the Secretary.

Section 8. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, the President, and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President.

Section 9. Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors, the Chairman of the Board, the President, or the Treasurer.

Section 10. Other Officers. Any officer who is elected or appointed from time to time by the Board of Directors and whose duties are not specified in these Bylaws shall perform such duties and have such powers as may be prescribed from time to time by the Board of Directors, the Chairman of the Board or the President

## ARTICLE VII GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31, or any other date which the Board of Directors shall fix by resolution.

Section 2. Amendments and Bylaws.

(a) Except as provided in subsection (b) of this Section 2, these Bylaws may be altered or amended from time to time by vote of a majority of the Directors or by a vote of a majority of the members at a meeting called for such purpose.

(b) Notwithstanding subsection (a) of this Section 2, the Directors shall have no power or authority to amend Section 8 of Article IV, relating to matters reserved to a vote of the membership. Said Section 8 of Article IV shall be amended only upon a vote of the members equal to or exceeding the vote of the members required for the corporate action under the provisions of said Section 8 of Article IV to be amended.

Section3. Contracts: Bank Accounts: Checks.

(a) The Board of Directors may authorize any officer to enter any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, which authority may be general or limited to specific instances.

(b) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such savings institutions as the Board of Directors may approve.

(c) All checks or demands for money and notes of the Corporation shall be signed by such officer or such other person as the Board of Directors may from time to time designate.

Section 4. Indemnification.

(a) The Corporation shall indemnify its Directors and officers and its former Directors and officers to the fullest extent permitted under the laws of the State of

Texas. The Corporation may indemnify its other employees and agents and its former employees and agents to the extent permitted under the laws of the State of Texas.

(b) The Corporation may purchase and obtain insurance on behalf of any Director, officer, employee, or agent or any former Director, officer, employee, or agent against any liability asserted against or incurred by such person arising out of such person's status whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the State of Texas.

Section 5. Transactions with Affiliates.

(a) The Corporation shall not make any loans to any of its Directors or Officers.

(b) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any corporation, firm, association, or other entity in which one or more of the Directors or officers of the Corporation are officers or directors, or are pecuniarily or otherwise interested, shall be either void or voidable because of such common directorate, officerships, or interest because such Directors or officers are present at the meeting of the Board of Directors or any committee thereof which authorized, approves or ratifies the contract or transaction, or because their votes are counted for such purpose, if (unless otherwise prohibited by law) any of the conditions specified in the following paragraphs exist:

(1) The material facts of the common directorate or interest or contract or transaction are disclosed or known to the Board of Directors or committee thereof and the Board or committee authorizes, approves, or ratifies such contract or transaction in good faith by the affirmative vote of a majority of the disinterested Directors, even though the number of such disinterested Directors may be less than a quorum; or

(2) The material facts of the common directorate or interest or contract or transactions are disclosed or known to the members entitled to vote thereon and the contract or transaction is specifically ratified in good faith by vote of the members; or

(3) The contract or transaction is fair and commercially reasonable to the Corporation at the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the members, as the case may be.

Common or interested Directors may be counted in determining whether a quorum is present at any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any contract or transaction and may vote thereat to authorize any contract or transaction with like force and effect as if they



were not such directors or officers of such other corporation or were not so interested.

THESE RESTATED BYLAWS SUPERSEDE PRIOR BYLAWS AND ARE APPROVED BY THE BOARD OF DIRECTORS ON APRIL 28, 2006.

# How NASE Works

## Major Areas of Support: Compelling Package of Benefits

The NASE provides the most comprehensive package of offerings and benefits to its members, including:

### Focused 'How-To' Resources.

The NASE offers micro-business owners a range of in-depth education and information resources to help them manage the strategic and day-to-day aspects of their businesses. Through the online resource [www.entrepreneurialconnection.com](http://www.entrepreneurialconnection.com), the self-employed can receive tools, tips and training to help them compete more effectively, as well as education to help them develop broad success skills. Through [www.nase.org](http://www.nase.org), members receive a comprehensive menu of other resources, from free online tax counsel and financial tips to access to the organization's bi-monthly magazine Self-Employed America. The NASE's toll-free ShopTalk 800 business advice line enables members to secure help on issues ranging from how to purchase a computer to understanding government regulations.

### Value-Added Benefits.

The NASE provides its members access to a full array of high-value benefits, including professional services - such as legal services, retirement and investment planning and payroll services - at discounted fees and rates. Through its consolidated buying power, NASE members receive significant savings on thousands of office products and services, including long-distance, printing and office supplies. Members also receive discounts on travel services, including rental car fees, hotel and transportation. Access to a variety of healthcare insurance plans also is offered, including major medical, prescription drug, as well as dental and vision plans.

### College Scholarships.

The NASE's Scholarship Program provides annual financial scholarships to children and dependents of association members. It is the largest scholarship in the nation devoted to the promotion of entrepreneurship among young people. This year, the program will reach a total of \$1 million in scholarships that have been awarded to more than 400 students since its launch in 1989.

### Legislative Advocacy.

Through its legislative outreach initiative, the NASE gives the self-employed a powerful voice on federal legislation affecting small business. Key legislative priorities include:

- Tax Equality for Small Business
- Clarification of Independent Contractor Definition
- Health Insurance Tax Credits
- Small Business Health Plans
- Social Security Reform
- Retirement Security
- Equality in Insurance Plans
- Federal Small-Business Programs

# AIU Holdings, Inc.

NATIONAL UNION FIRE INSURANCE  
COMPANY OF PITTSBURGH, PA.

**Administrative Offices:**

A&H Regulatory Affairs Department  
Mailstop: PDV1  
P.O. Box 667  
Wilmington, DE 19899-9853

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June 29, 2009

Jay Bradford  
Commissioner of Insurance  
Arkansas Insurance Department  
Life & Health Division  
1200 W 3RD ST  
Little Rock AR 72201-1904

Re: National Union Fire Insurance Company of Pittsburgh, Pa.  
NAIC # 012-19445, FEIN 25-0687550  
Forms C36026NUFIC approved by your Department on July 31, 2006  
**Request for Association Approval of National Association for the Self Employed**

Dear Commissioner

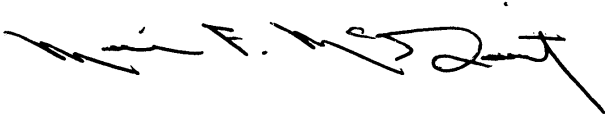
National Union Fire Insurance Company of Pittsburgh, Pa. requests your approval to issue our Group Critical Illness Insurance program C36026NUFIC et al to National Association for the Self Employed, P.O. Box 621067, DFW Airport, Dallas, TX 75261-2067 to insure their members.

In support of this request, enclosed are the by-laws and Articles of Incorporation of the National Association for the Self Employed. Their website is <http://www.nase.org/>. To assist in your review, I'm also attaching an outtake from that website titled *How NASE Works*.

At this time, we also request your approval to issue other approved Accident & Health products to National Association for the Self-Employed.

Should you have any questions regarding this filing, please feel free to contact me.

Very truly yours,



Michael F. McGarrity  
Director of Products  
Commercial Insurance - Law Department  
Domestic Accident & Health Division  
A&H Regulatory Affairs Unit  
AIU Holdings, Inc.  
Phone: 800-225-5244, ext. 2730  
Fax: 302-594-4810; e-mail: [mike.mcgarrity@aiuholdings.com](mailto:mike.mcgarrity@aiuholdings.com)